

The logo is a circular emblem with a red outer ring containing ten white stars. Inside the ring is a yellow and white softball. The text "LEXINGTON GIRLS" is written in a white, cursive font across the middle of the softball, and "SOFTBALL LEAGUE" is written in a white, sans-serif font along the bottom edge of the ring.

**BY-LAWS OF
LEXINGTON
GIRLS SOFTBALL**

LEXINGTON,
TENNESSEE

Definitions

- 1.1 **Board of Directors:** No more than 20 and no less than 7 directors nominated by any member of the community of Lexington, TN and shall be elected at any scheduled meeting to manage the property, affairs, and business of the League. Also known as, Board Member.
- 1.2 **Coach:** A volunteer that is nominated by the team manager and approved by the Board of Directors to assist him/her to coach on the field or in the dugout.
- 1.3 **LGS:** Lexington Girls Softball
- 1.4 **Manager:** A volunteer approved by the Board of Directors to lead a team in any division. Also known as Head Coach.

BY-LAWS OF LEXINGTON GIRLS SOFTBALL LEAGUE

ARTICLE I

NAME AND AFFILIATION

Section 1. NAME. The name of this organization shall be called “Lexington Girls Softball”, herein referred to as “LGS” or “the League”. The League is a non-profit organization operating in Milan, Tennessee.

Section 2. AFFILIATION. LGS is affiliated with and operates under the current year’s rules and guidelines of the Fastpitch American Softball Association (“FASA”); except where the League rules have been adopted and shall supersede FASA rules.

ARTICLE II

NON-PROFIT OPERATION

Section 1. PURPOSE. The Lexington Girls Softball League’s purpose is to provide youth sport opportunities for the citizens of Lexington and surrounding areas. The primary sport opportunity shall revolve around youth softball.

Section 2. NO PRIVATE INUREMENT. No part of the income of the League shall inure to the benefit of any director or officer of the League, or any private individual (except that reasonable compensation may be paid for services rendered to or for the League affecting one or more of its purposes), and no director, officer, of the League or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the League.

Section 3. DISTRIBUTIONS; NO SELF DEALING. The League shall expend and/or distribute its income for each taxable year at such time and in such manner as will not subject it to tax under Section 4942 of the *Internal Revenue Code of 1986*, as amended (the “Code”), and the Corporation shall not:

- a. Engage in any act of self-dealing as defined in Section 4941-c of the Code;
- b. Retain any excess business holdings as defined in Section 4943-c of the Code;
- c. Make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
- d. Make any taxable expenditure as defined in Section 4945(d) of the Code.

Section 4. NO LOBBYING. No part of activities of the League shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III
BOARD OF DIRECTORS

Section 1. NUMBER, DUTIES AND TERM. A Board of Directors consisting of not more than 20 and not less than 7 directors shall be nominated by any member of the community of Lexington, TN and shall be elected at any scheduled meeting to manage the property, affairs, and business of the League. Each director shall be at least twenty-one years of age, but not need be a resident of the state of Tennessee. It is expected that each director hold office until the next annual meeting of the Board of Directors and until his/her successor has been elected and qualified. Lexington Girls Softball will allow husband/wife, parent/child, or siblings residing together on the board but there is only one vote allowed per household.

Section 2. REMOVAL. Any director or directors may be removed from office without assignment of any reason therefore by a majority vote of the Board of Directors at a meeting called for that purpose, or which has such removal as one purpose stated in the notice of the meeting. When any director or directors are so removed, new directors may be elected at the same meeting for the unexpired term of the director(s) so removed. Any director shall be mandatorily removed from the board (without vote of the board of directors) if he/she misses three consecutive regularly scheduled meetings of board of directors. Emergency and Special meetings shall not be considered a missed meeting if the director does not attend. Any director removed by this cause may apply for reinstatement and may be considered for reinstatement by the board only if a replacement has not been named to fill his/her unexpired term.

Section 3. VACANCIES. Any vacancy caused by death or otherwise occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of members or at a special meeting called for that purpose.

Section 4. RESIGNATION. Any director may resign his office at any time, such resignation to be made in writing and delivered to the Board of Directors, its chairman or president, or to the League, and to take effect immediately without acceptance unless a later effective date is stated in the notice.

Section 5. COMPENSATION. Each director shall serve without compensation. This provision shall not prohibit an individual director who is an officer of the League from accepting compensation for services rendered to the League not associated with his/her service as a member of the Board of Directors.

Section 6. MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately before or after the annual meeting at the same location as such annual meeting or at any place within or without the State of Tennessee as determined by the Board of Directors.

The Board of directors may provide by resolution the time and place for the holding of

additional regular meetings without other notice than such resolution. Other meetings shall require at least five days' notice of the time and place of each meeting to each director of the League in person or by mail, or via e-mail, or other electronic communication but notice of meeting need not be given to any director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without protesting the lack of notice to him/her, prior to or at the time commencement of the meeting.

Section 7. ELECTION AND REMOVAL OF OFFICERS. The Board of Directors shall elect the officers of the League and shall have the power to remove any officer of the League, with or without cause, whether the term of such officer has expired or not.

Section 8. DESIGNATION OF DEPOSITORY. The Board of Directors shall select banks, trust companies, or other depositories in which funds of the League not otherwise employed shall, from time to time, be deposited in the account of and to the credit of the League.

ARTICLE IV

MEETING OF THE BOARD OF DIRECTORS

Section 1. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held at the principal location of this League, in July of each year at 6:00 PM for the purpose of electing directors for the current fiscal year and for the transaction of such other business as may properly come before the meeting. Should it be desired to hold the regular annual meeting of the Board at some other place than at the principal location of the League, reasonable notice, sent at least ten days prior to the date of the meeting, either in writing or by electronic communication of the meeting place shall be given to the Board by the president or other designated office of the League.

Section 2. NOTICE OF ANNUAL MEETING. Notice of the annual meeting of the Board of Directors, setting forth the time and place of such meeting, shall be given personally by the Secretary or shall be communicated to each Board Member of record at least ten days and not more than sixty days prior to such meeting. Any Board member, however, may waive notice of such meeting, by attendance in person or by proxy, or by execution of a written waiver of such notice before or after such meeting.

Section 3. SPECIAL MEETING. Special meetings of the Board of Directors may be called and held at the principal office of the League, or at such other place as provided by the Board of Directors, at any time by a resolution of the Board of Directors or by the President of the League. A written request of one-tenth (1/10) or more of the Board members of the League shall constitute proper notification. The notice shall include place, day, and hour of meeting and shall state the purpose or purposes for which the meeting is called. Notice of any special meeting may be waived as provided above for regular meetings either before, at or after the meeting. No business shall be transacted at the special meeting except as stated in the notice sent to the members, unless by a unanimous consent of the board members present. The President may declare an emergency meeting and Board Members may waive notification as outlined above. Emergency meetings must have 24 hours' notice. No business shall be transacted at an emergency meeting except as stated in the notice to the Board members before, during or after the emergency meeting. While the term emergency is not defined, the board of directors should monitor this privilege of the president to

assure it is not abused. Should the Board members desire other business be transacted, the ONLY option will be for a Special Meeting to be declared and proper notification provided.

Section 4. QUORUM. Forty percent (40%) of the total number of Board Members entitled to vote at a meeting shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. When a quorum is once present to organize a meeting, and a duly organized meeting has commenced, it is not broken by the subsequent withdrawal of any of those present, notwithstanding the fact that after the withdrawal less than a sufficient number of members are present to constitute a quorum. Those members may transact business until adjournment. Board Members will be considered present if they are present through electronic communications. If less than forty percent of the Board Members are present, those present may adjourn the meeting and set another date without additional required notification. Emergency meetings require only twenty-five percent (25%) of the Board of Directors present to transact the emergency business.

Section 5. VOTING. Each Board member of record in good standing according to the records of the League on the record date of the notice of meeting shall be entitled to one vote at such meeting for himself or herself. Electronic votes (as verified by any members present desiring to verify for themselves) shall be permitted when available and informed of all discussions on the matter being covered. Voting by proxy shall not be accepted and will not be considered as a vote cast. No Board member may appoint another person to cast their vote for them or to represent them in a meeting. Except as otherwise provided by statute, the actions of the Board of Directors shall require a simple majority of the members present. Amendments to these by-laws shall require a super majority of the Board of Directors defined as seventy-five percent (75%) of all Board of Directors in good standing and eligible to vote. All Board of Directors shall be notified of potential changes in by-laws and place and date and time of meetings where said discussions of changes shall take place. It will be identified in writing in the minutes of the following meeting after same household directors are voted onto the board which director will hold the voting voice for that household.

Section 8. PRESIDING OFFICER. Meeting of the Board Members shall be presided over by the President, or if he/she is not present, by the Vice President or if he/she is not present by a chairman elected by the majority vote of the Board of Directors is present.

Section 9. ELECTRONIC MEETINGS. Any action taken by the Board of Directors that is normally conducted face to face confrontation may be taken by means of conference telephone or similar communication equipment in which all persons can hear each other and participate in the transaction of the League business. Such meeting shall constitute presence in person at such meeting, and the Directors shall be promptly furnished a copy of the minutes of the meeting.

ARTICLE V OFFICERS

Section 1. GENERAL. The officers of the League shall be President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors, and such other officers and assistant officers with prescribed duties as may be deemed necessary may be elected or appointed by the Board of Directors. The officers of the corporation shall be members of the

Board of Directors and enjoy full privileges as Board Members including, but not limited to, making motions, seconding motions, participating in discussion, and voting. The Board of Directors may fill vacancies occurring among the offices so elected. The Secretary and Treasurer may be combined into one office at the direction of the Board of Directors, but the President and Vice President must be filled independent of any other office.

Section 2. ELECTION AND TERM. The Vice President shall serve as an officer of the League for a two-year term and the Vice President shall succeed the President after the one-year term of the President. Should the current President fail to complete the current one year of service, the immediate past President shall serve as the President for that balance of the unexpired term (if the past president is not a current board member, then he must pass a simple majority vote of the current Board of Directors). The Vice President should have a full year to prepare to service in the office of President and only under an extreme circumstance should the Vice President move to the office of President thereby not allowing the Vice President one full year of preparation. The Vice President, Secretary and Treasurer shall be elected annually by the Board of Directors. If a vacancy occurs, the Board of Directors shall follow the procedures for filling vacancies reviewed above.

Section 3. DUTIES OF OFFICERS. The duties and powers of the officers of the League shall be as follows and shall hereafter be set out by resolution of the Board of Directors. (NOTE: if any duty herein enumerated conflicted with the handbooks published annually by the Fastpitch American Softball Association handbook, then the FASA handbook shall take precedence in regards to the duties of officers):

a. **PRESIDENT.** The President shall have the right and privilege to preside at all meetings of the Board of Directors. The President shall be present at each annual meeting and shall report on the condition of the business of the League. The President shall cause to be called regular, special, and emergency meetings of the directors in accordance with the requirements of law and of these by-laws. The President shall sign and execute, along with the Secretary, all contracts in the name of the League. The President shall have access to all books, reports, statements, and certificates and shall report to the directors any discrepancies therein. The President shall also be responsible to assure all filings with City of Lexington, County of Henderson, State of Tennessee, and United States of America are filed timely and accurately. The President shall be the chief executive officer of the League and, subject to the authority vested in the Board of Directors by these by-laws and applicable law, shall, in general, supervise, manage, and control all of the business and affairs of the corporation and exercise all the powers and perform all the duties usual to such office as well as those prescribed by the Board of Directors. The President shall have all powers assigned to him in the handbooks published annually by the Fastpitch American Softball Association handbook.

b. **VICE PRESIDENT.** The Vice President shall serve as a support to the President. The Vice President shall use his/her year of “understudy” to the President to be prepared to fill in for the President in his/her absence and to become the President after the one-year term of the President expires. The Vice President shall be responsible for the organization of post season tournaments that shall be played in Lexington, TN, and fulfill any other tasks as assigned to him/her by the President and/or directors.

c. **SECRETARY.** The Secretary shall countersign all contracts in the name of the League. The Secretary shall keep record of the Directors by name, address, telephone number, and email address. The Secretary shall have custody of all the meeting minutes and records and papers of the League except such as shall be in the charge of other persons authorized to have custody and possession thereof by resolution of the Board of Directors. The Secretary shall not be in possession of the financial records of the company except as included in the minutes of meetings or if these offices shall be combined. The Secretary shall be responsible to keep accurate records of each meeting of the Board of Directors. He/she shall perform all other duties usual to such office and shall to perform duties and exercise such powers as prescribed by the Board of Directors.

d. **TREASURER.** The Treasurer shall sign all notes, drafts or other orders for the payment of money. The Treasurer shall have custody of all financial records of the League. He/she shall keep accounts of all monies of the company received or disbursed, and shall deposit all monies and valuables in the name of and to the credit of the League in such banks and depositories as the Board of Directors shall designate. He/she shall report the financial condition of the League at each annual meeting and at each regular meeting, and at any other frequency as required by the Board of Directors by resolution. The treasurer shall not disperse funds that are not for the direct benefit of the League or are not a part of an approved budget allocation without prior board approval.

e. **SALARIES.** Officers of the League shall receive no compensation for their services are not considered employees of the League. Officers may receive reimbursement for out-of-pocket expenses including, but not limited to mileage, postage, meals, and any other reasonable expenses.

ARTICLE VI

MEMBERSHIP AND DUES

Section 1. MEMBERSHIP. Membership is made up of the parents whose children are registered players of the League. The League officers will conduct registration. Any person chosen by the Board as a Coach will also be considered a member.

Section 2. DUES. Registration fees shall be assessed for any youth who participates in the League. The registration fee will cover the League's financial expense of umpires, equipment, insurance and league membership and other program related expenses. The League may assess a different registration fee for each playing level depending on its specific requirements while keeping the cost affordable to the general community. All membership and registration fees are payable at the time of registration unless designated otherwise by the Board. A 100% refund will be issued if a player voluntarily withdraws prior to the draft and team assignment. No refunds shall be issued after teams are drafted.

Section 3. BACKGROUND CHECKS. All Board of Directors, Managers, and Coaches will be required to have a national background check completed. This can be done outside of FASA

but a copy must be filed with the Board of Directors to turn into FASA.

ARTICLE VII LEAGUE ACTIVITY

Section 1. TEAMS. Teams shall be divided into six (6) separate divisions. The leagues shall be divided by age as follows:

- 13 & 14 years old –14U (Division 1)
- 11 & 12 years old –12U (Division 2)
- 9 & 10 years old –10U (Division 3)
- 7 & 8 years old – 8U (Division 4)
- 5 & 6 years old – 6U (Division 5)
- 4 years old – Instructional (Division 6)

Starting in 2021, all players must age up on August 1st of the calendar year.

Regulation of play shall be determined based on the FASA rules and regulation for play. The modification of playing rules and guidelines may be modified to include “local rules”. These local rules shall not be considered an amendment to the by-laws and require a vote similar to all other motions of the board. Players may play in an older age group, but not in a younger age group. In other words, Player “A” that is 8 years old may play in Division 3 but under no circumstances may play in Division 5. Any player movement of this type will be subject to available openings in said league and approval of the Board of Directors. This applies to permanent placement of a player on a team. A player may play in an older age group on a game basis as replacement player without approval of the Board of Directors. The Board of Directors or team manager may discontinue this temporary placement for any reason they deem not to be in the best interest of the league and this decision shall not be questioned.

Section 2. PLAYERS AND THEIR TEAMS. Players shall not be placed automatically on the same team each year. All players must be eligible for the draft by any team except the child of a coach of a team. The child of a coach must be taken no later than the third round of the draft (a child shall be defined a biological, adopted, stepchild by marriage, or living in the same household). If the coach fails to select the child in question, the division commissioner shall stop the draft as soon as it is discovered and remove the third-round pick from the coach’s roster, place this child back into the draft, and place the child in question on the coach’s team. This should occur regardless of the round it is discovered and no other modifications to the draft are permitted that are based on this result (in other words, the draft will not begin again from that point and all players redrafted). If the manager has more than one child in the same league, then they must be taken in consecutive rounds (i.e., third, then fourth, then fifth) until all his/her children are drafted. A player may request not to play for one coach each year. The rules in this section do not apply to T-ball where the league director and league president can place players on teams and requests to play on a particular team shall be acknowledged.

Section 3. MANAGERS. Managers shall be always in good standing with the league. Priority to manage a team shall be as follows:

1. Manager in the same league as last year. If manager “A” managed in League 1 last year and manager “B” managed in league 2 last year, Manager “A” is the manger determined to have managed the same league.
2. Coach from a team in the same league as last year
3. Manager of the Board of Directors
4. Managers from another Lexington Girls Softball League
5. Other members of the public.

The Board of Directors shall approve ALL manager selections. Any manger may be disqualified, without cause, by the Board of Directors and not permitted to manage.

All managers are subject to the discipline of the Board of Directors. Should a manger be expelled from any game, said manager shall automatically serve an additional 1 game suspension and shall not participate in the managing of his/her team’s next game. Should the manager be suspended from more than one game in any season, the manager shall serve at least one additional game suspension and a meeting of the Board of Directors shall be called to address additional discipline of the manager. The President may call an emergency meeting or a special meeting at his/her discretion.

Section 4. COACHES. Coaches may be submitted by the manager of a team to the league for approval. The Board of Directors shall approve all coaches and may disqualify a coach without cause and shall not be questioned on their decisions. All coaches are subject to the same discipline requirements as managers that are list in Article II in Section 4.

Section 5. DRAFT. Only managers, division commissioner, league president, or each of their designated representatives shall participate in the draft. No other permissions are permitted to participate at any time during the draft. The public may attend the draft, but must be segregated so that no interaction of any kind occurs between any manager and the public during the draft. The drafts order shall be determined by the Board of Directors or revert to previous year format if the board gives no new direction. All rosters will be set and distributed a minimum of 72 hours prior to the draft. While additional information may be included, a minimum of the following information must be provided: players available for draft, players available for each team, sibling combinations, managers children, players not available to be drafted by any team. Any requests for changes after this time period must be directed to the division commissioner and handled strictly within the guidelines of these by-laws.

Section 6. ALL-STARS VOTING. All-stars may be selected from each league. The manager of each team shall vote for 12 players for each all-star team in the league in which said manager coached in that year. Each team will have 3 votes and may allow other coaches or parents to vote each sheet. The highest vote recipients shall be on the all-star team. Should a player not be available to play, the manager shall have full discretion in selecting a replacement player. The counting of all-star votes shall be confidential and shall be under the control and supervision of the di and any other persons approved by the president. Players that have been elected to the all-star team shall not be publicly announced prior to the end of the season.

Section 7. ALL-STAR TEAMS. There is no direction or restriction on the number of teams that shall be available for all-stars. The Board of Directors shall determine how many teams

from each division shall be selected. If no direction from the board is provided, then it shall revert to the previous year team numbers. Each manger and player shall be advised that the Lexington Girls Softball League does not contemplate financially supporting any all-star team and additional costs may be incurred by the player to participate in all-stars. Financial support of any all-star team shall not automatically revert to the previous year allocation of funds. The league may impose a special player fee to each all-star player in order to defer expenses for all-stars.

Section 8. ALL-STAR MANAGER SELECTION. Each manager must affirm that he/she desires to coach a specific all-start team in his or her league. This affirmation must occur on draft night. There shall be no exceptions to this. Subject to this restriction, the following shall be true: the manager of each all-star team shall be the manager with the best regular season record. If he/she is unable or unwilling to serve, then the next manager with the next best record shall be offered the opportunity. After the manager is selected, the next place manager shall be offered the coaching position based on the best regular season record. If no other managers are willing to assist as coaches, then the all-star manager shall have full discretion to select from among the coaches of any team in his league to provide coaching assistance. If the next manager in line accepts the position of coach, the all-star manager shall then recommend to the Board of Directors his/her selection for the final coach on the all-star team. While it is not required that the Board of Directors approve the all-star manager and/or coaches, the Board of Directors may refuse to allow a manger or coach to participate in all-star teams. The Board of Directors may disqualify a manager/coach from participating with all-star teams without cause and their decision shall not be questioned. The maximum number of manager/coaches shall be determined by the national FASA organizations.

ARTICLE X AMENDMENTS

These by-laws may be altered, amended, repealed, or added to by the affirmative vote of at least three-fourths (3/4) of the current active Board of Directors that are in good standing. This is a “super majority” of all board members and not a simple majority of the board present at any meeting of the board. Amending these by-laws demand serious consideration. When amendments to the by-laws are contemplated, written notice shall have been sent to each member of the board at least (10) days before the date of such annual or special meeting. Said notice shall state the alterations, amendments, additions, or changes that are proposed to be made in such by-laws. Only such changes shall be made as have been specified in the notice.